
UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): December 15, 2015

ACTINIUM PHARMACEUTICALS, INC.
(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction
of incorporation)

000-52446

(Commission File Number)

74-2963609

(IRS Employer
Identification No.)

**757 Third Avenue, 21st Floor
New York, NY**

(Address of principal executive offices)

10017

(Zip Code)

Registrant's telephone number, including area code: **(732) 243-9495**

N/A

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a -12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d -2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e -4(c))
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Item 1.01 Entry into a Material Definitive Agreement.

Effective December 15, 2015, the Board of Directors (the “Board”) of Actinium Pharmaceuticals, Inc. (the “Company”) has approved an amendment to the Company’s 2013 Amended and Restated Stock Plan, as amended (the “Plan Amendment”). The Plan Amendment eliminates the provision that allows the Board, or its committee, to reprice or exchange options previously granted under the plan for a lower exercise price. The Plan Amendment is attached hereto as Exhibit 10.1 and is incorporated herein by reference. The above description is only a summary of the terms of the Plan Amendment, and does not purport to be complete description of such document, and is qualified in its entirety by reference to the Plan Amendment, a copy of which is attached as an exhibit hereto and which is incorporated by reference in this Item 1.01.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit 10.1 Second Amendment to the 2013 Amended and Restated Stock Plan, effective as of December 15, 2015

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: December 16, 2015

ACTINIUM PHARMACEUTICALS, INC.

By: /s/ Kaushik J. Dave

Name: Kaushik J. Dave

Title: Chief Executive Officer

ACTINIUM PHARMACEUTICALS, INC.

**SECOND AMENDMENT TO THE
AMENDED AND RESTATED 2013 STOCK PLAN**

WHEREAS, Actinium Pharmaceuticals, Inc. (the “Company”) maintains the Actinium Pharmaceuticals, Inc. Amended and Restated 2013 Stock Plan, as amended (the “Plan”) to provide for certain equity incentive compensation awards to employees, directors and consultants of the Company; and

WHEREAS, the Board of Directors of the Company has determined that it is in the best interests of the Company to amend the Plan to not permit repricing or the exchange of options granted under the Plan by the Board of Directors (the “Board”), or a committee of the Board, to a lower exercise price.

NOW, THEREFORE, the Company does hereby amend the Plan, effective December 15, 2015, as follows:

1. Section 2(v) (Definitions) of the Plan is hereby amended to read in its entirety as follows:

“(v) Intentionally omitted.”

2. Section 3 (Stock Subject to the Plan) of the Plan is hereby amended by revising the second sentence thereof to read in its entirety as follows:

“If an award should expire or become unexercisable for any reason without having been exercised in full, the unpurchased Shares that were subject thereto shall, unless the Plan shall have been terminated, become available for future grant under the Plan.”

3. Section 4(c)(viii) (Powers of the Administrator) of the Plan is hereby amended to read in its entirety as follows:

“(viii) Intentionally omitted.”

4. Except as explicitly set forth herein, the Plan will remain in full force and effect.

IN WITNESS WHEREOF, the Company has caused this amendment to the Plan to be executed as of the effective date set forth above by its duly authorized officer.

ACTINIUM PHARMACEUTICALS, INC.

/s/ Kaushik J. Dave

Name:Kaushik J. Dave

Title: Chief Executive Officer